

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re)
) Chapter 11
)
DELPHI CORPORATION, et al) Case No. 05-44481 (RDD)
)
Debtors.) Jointly Administered
)

**SECOND INTERIM FEE APPLICATION FOR PRICEWATERHOUSECOOPERS LLP
FOR THE PERIOD JUNE 1, 2006 THROUGH SEPTEMBER 30, 2006**

SUMMARY OF EXHIBITS

Exhibit A -- Certification of Brian D. Decker.

Exhibit B -- Retention Order dated June 21, 2006 authorizing the employment and retention of PricewaterhouseCoopers LLP to provide certain Sarbanes-Oxley Compliance, Tax and Financial Planning and Other General Tax Consulting Services to the Debtors; Supplemental Retention Order dated January 17, 2007 expanding the scope of retention for the due diligence project.

Fixed Fee Services

Exhibit C -- Invoice and summary schedule for the Fixed Fee - Executive Personal Financial Planning Services

Exhibit D -- Invoices for the WNTS Services

Hourly Fee Services

Exhibit E -- Summary of Hours, Billing Rate and Fees by Professional

Exhibit F -- Project Category Fees, Subcategories and Task Codes

Exhibit G -- Daily Time Detail by Category and Professional

Exhibit H -- Summary and Details of Expenditures by Professional